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(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇨⇨⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Chadwick's of Boston, Inc.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☑ Corporation-State Delaware
☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☑ No

2. Name and address of receiving party(ies)
Name: Bank of America, N.A.
Internal Address:
Street Address: 335 Madison Avenue
City: New York State: NY Zip: 10017

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
☑ Other financial institution

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☑ No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? ☐ Yes ☑ No

3. Nature of conveyance:
☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other
Execution Date: 12/10/2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE A

Additional number(s) attached ☑ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:
Attn: Penelope J.A. Agodoa
Federal Research Company, LLC
1030 15th Street, NW, Suite 920
Washington, DC 20005
202.783.2700

Street Address:

City: State: Zip:

6. Total number of applications and registrations involved: 49

7. Total fee (37 CFR 3.41).....$ 1240.00

☐ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

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9. Signature.

FRANCELLA H. ASHBY — Name of Person Signing
Francella H. Ashby — Signature
DECEMBER 15, 2003 — Date

Total number of pages including cover sheet, attachments, and document: 5

12/19/2003 LMUELLER 00000008 1377383
01 FC:8521 40.00 OP
02 FC:8522 1200.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated December 10, 2003, by and between Chadwick's of Boston, Inc. and Bank of America, N.A., as Agent.

Mark	Country	Registration or Application No.
Averroe	USA	1377383
Bridgewater	USA	2285757
Bridgewater	USA	2082551
Bridgewater	USA	2093357
Bridgewater Basics	USA	2223797
Bridgewater Classics	USA	2223796
Bridgewater Kids	USA	2293262
Bridgewater Studio	USA	2613214
Bristol Harbor	USA	2345999
C Chadwick's Rewards And Design	USA	2747265
Chadwick's	USA	2712159
Chadwick's	USA	2742087
Chadwick's	USA	1948523
Chadwick's of Boston	USA	1672908
Chadwick's of Boston	USA	2289334
Chadwick's Rewards	USA	2740497
Chadwicks	USA	1211131
Chelsea Studio	USA	75942241
Club Newport	USA	1927077
Compare Anywhere, You Always Get More at . . . Chadwick's	USA	78307973
Emily Spencer	USA	2347568
Fads	USA	1750226
H M Abernathy	USA	1278117
J.L. Plum	USA	1989822
Jessica L	USA	2780765
Jessica London	USA	78125088
Jessica London	USA	2210503
Jessica London	USA	2645682
Jessica London and Design	USA	2164037
Jessie Blue	USA	78129329
Jessie Sport	USA	78129317
Just Jessie	USA	78131563
Katelyn Court	USA	1255402
Kathy Gallagher	USA	1294496
Kenneth Spencer	USA	2449500
Metro Studio	USA	78192870
Metro Style	USA	78136264
Off-Price Fashions for Plus Sizes	USA	2606211

Real Comfort	USA	2010503
Real Comfort	USA	2556486
Real Comfort Outlet	USA	78184794
Sail Gear	USA	1244576
Samantha Taylor	USA	2274884
Samantha Taylor	USA	2217660
Stephanie Andrews	USA	2092313
Sunpoint	USA	1409570
The Original Off-Price Fashion Catalog	USA	1649769
Tribeca Studio	USA	75942298
Victoria Holley	USA	2092312

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Chadwick's of Boston, Inc., a corporation formed under the laws of Delaware, located at 463 Seventh Avenue, New York, New York 10018 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Bank of America, N.A. ("B of A") and various other financial institutions (collectively, "Lenders") and B of A as agent for Lenders ("Agent") pursuant to (i) a certain Credit Agreement, dated the date hereof, among Agent, Lenders, Borrower and the other credit parties named therein, (ii) a certain Security Agreement, dated the date hereof, among Agent, Borrower, and the other credit parties named therein and (iii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
December 10, 2003

Witness:

CHADWICK'S OF BOSTON, INC.

By:
Name: Pascal Cesbron Lavau
Its: Chief Financial Officer

Witness:

BANK OF AMERICA, N.A., as Agent

By:
Name: Louis M. Alexander
Its: Senior Vice President

1161245.2/MXJ/710215/007 11/7/2003

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 9th day of December, 2003, before me personally came Pascal Cesbron Lavau, to me known, who, being by me duly sworn, did depose and say that s/he is the Chief Financial Officer of Chadwick's of Boston, Inc., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Francella H. Ashby
Notary Public

FRANCELLA H. ASHBY
Notary Public, State Of New York
No. 01AS5053925
Qualified In New York County
Commission Expires Jan. 2, 2004

1161245.2/MXJ/710215/007 11/7/2003